

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
Albert L. Hogan III
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
Kayalyn A. Marafioti

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND COMPUTER SCIENCES CORPORATION ADJOURNING THE
HEARING ON THE REORGANIZED DEBTORS' FORTY-THIRD OMNIBUS
CLAIMS OBJECTION WITH RESPECT TO PROOF OF ADMINISTRATIVE
EXPENSE NUMBER 19166

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Computer Sciences Corporation ("CSC") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Computer Sciences Corporation Adjourning The Hearing On The Reorganized Debtors' Forty-Third Omnibus Claims Objection To Proof Of Administrative Expense Number 19166 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation and certain of its subsidiaries and affiliates, predecessors of the Reorganized Debtors (collectively, the "Debtors"), filed voluntary petitions in this Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code").

WHEREAS, on June 10, 2009, CSC initiated an adversary proceeding against Delphi Corporation bearing the caption Computer Sciences Corporation v. Delphi Corporation, Adv. Proc. No. 09-01271 (RDD) (the "Adversary Proceeding") by filing the Complaint, Request For Expedited Declaratory Judgment And Specific Performance, And Request For Preliminary Injunction (Adv. Proc. No. 09-01271 (RDD) Docket No. 1) (the "Complaint"). On August 3 through August 4, 2009, this Court held a trial on Counts One, Two, and Three of the Complaint. On September 1, 2009, this Court issued an order dismissing Counts One, Two, and Three of the Complaint. (Adv. Proc. No. 09-01271 (RDD) Docket No. 44).

WHEREAS, on July 15, 2009, CSC filed proof of administrative expense number 19166 ("Claim No. 19166") against Delphi Corporation, which asserted an administrative expense claim in an unliquidated amount.

WHEREAS, on December 21, 2009, this Court entered an order tolling all deadlines in the Adversary Proceeding until March 31, 2010. (Adv. Proc. No. 09-01271 (RDD) Docket No. 51.)

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to Claim No. 19166 pursuant to the Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (the "Forty-Third Omnibus Claims Objection").

WHEREAS, the Reorganized Debtors and CSC hereby agree to adjourn the hearing on the Forty-Third Omnibus Claims Objection with respect to Claim No. 19166 pursuant to the claims objection procedures authorized by this Court in the Order Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims entered by this Court on December 7, 2006 (Docket No. 6089) (the "Claims Objection Procedures Order") and adopted with respect to proofs of administrative expense pursuant to the Order Pursuant To 11 U.S.C. §§ 105(a) And 503(b) Authorizing Debtors To Apply Claims Objection Procedures To Address Contested Administrative Expense Claims entered by this Court on October 22, 2009 (Docket No. 18998) (the "Administrative Claims Objection Procedures Order").

NOW, THEREFORE, the Reorganized Debtors and CSC stipulate and agree as follows:

1. This Stipulation hereby constitutes a response to the Forty-Third Omnibus Claims Objection with respect to Claim No. 19166 and satisfies the requirements of a response that are set forth in the Claims Objection Procedures Order and the Administrative Claims Objection Procedures Order.

2. The hearing on the Reorganized Debtors' Forty-Third Omnibus Claims Objection with respect to Claim No. 19166 is hereby adjourned to a future hearing, the date of which will be determined by the Reorganized Debtors, by serving notice to CSC as provided in the Claims Objection Procedures Order and the Administrative Claims Objection Procedures Order.

So Ordered in White Plains, New York, this 19th day of February, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
Albert L. Hogan III
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Raymond J. Urbanik
Raymond J. Urbanik, Esq.
Jay H. Ong, Esq.
Davor Rukavina, Esq.
MUNSCH HARDT KOPF & HARR, P.C.
3800 Lincoln Plaza
500 N. Akard Street
Dallas, Texas 75201
(214) 855-7500

- and -

Attorneys for Computer Sciences Corporation

Kayalyn A. Marafioti
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for DPH Holdings Corp.